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SURFACE TRANSPORTATION BOARD



May 24, 2011

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, SW
Washington, DC 20423-0001

Dear Section Chief:

Please find attached one original of the Memorandum of Railroad Equipment Lease Agreement dated as of April 4, 2011 between the following parties:

Lessee: United States Steel Corporation
600 Grant Street, Room 1812
Pittsburgh, PA 15219-2800

Lessor: The David J. Joseph Company
300 Pike Street
Cincinnati, OH 45202

Please see Exhibit A for the equipment, (260) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Railroad Equipment Lease Agreement dated as of April 4, 2011 related to two hundred sixty (260) railcars bearing reporting marks: DJTX 700-856, inclusive and JTSX 101457-101561, inclusive.

Please file this agreement as a primary document. The filing fee in the amount of \$41.00 can be charged to our account. Please return a stamped original to my attention.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 419-6062.

Sincerely,

Julie Woodard
Documentation Coordinator

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SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF
RAILROAD EQUIPMENT LEASE AGREEMENT**

This **MEMORANDUM OF RAILROAD EQUIPMENT LEASE** ("Memorandum of Lease") entered into this 4th day of April, 2011, is intended to evidence the lease dated as of April 4, 2011 (the "Lease"), between **THE DAVID J. JOSEPH COMPANY**, a Delaware corporation ("Lessor"), and **UNITED STATES STEEL CORPORATION**, a Delaware corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under Section 49 of U.S.C. 11301. Lessee has the right to use the two hundred sixty (260) railcars described in Exhibit A attached hereto (the "Units"). Lessee is renting from Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

IN WITNESS WHEREOF, Lessor and Lessee, each pursuant to due corporate authority, has executed this Memorandum of Lease on the date indicated below its signature.

THE DAVID J. JOSEPH COMPANY

By: Kelly C. Poellein
 Name: Kelly C. Poellein
 Title: VP Finance, Brokerage
 Date: 4/8/11

UNITED STATES STEEL CORPORATION

By: William F. Boyal
 Name: William F. Boyal
 Title: MGR. RAW MATERIALS TRANSPORTATION
 Date: 4/8/11

STATE OF OHIO)
)
COUNTY OF HAMILTON)

SS:

The foregoing instrument was acknowledged before me this 8th day of April, 2011, by Kelly C. Pollin, the VP Finance, Brokerage of The David J. Joseph Company, a Delaware corporation, on behalf of the corporation.

Angela Denise Watts
Notary Public

My Commission has no expiration.

ANGELA DENISE WATTS
Attorney at Law
Notary Public, State of Ohio
My Commission Has No Expiration
Date Section 147.03 O.R.C.

STATE OF Pennsylvania
COUNTY OF Allegheny)
SS:

The foregoing instrument was acknowledged before me this 8th day of April, 2011, by William F. Boudreau, the Mgr. Sales & Marketing Development of United States Steel Corporation, a Delaware corporation, on behalf of the corporation.

Gemma Carlson
Notary Public

My Commission expires:

COMMONWEALTH OF PENNSYLVANIA
Notarial Seal
Gemma Carlson, Notary Public
City of Pittsburgh, Allegheny County
My Commission Expires April 14, 2013
Member, Pennsylvania Association of Notaries

EXHIBIT A

To the Memorandum of Lease dated April 4, 2011, between The David J. Joseph Company and United States Steel Corporation.

DESCRIPTION OF UNITS

Two hundred sixty (260), railcars currently bearing reporting marks:

DJTX 700-856, inclusive

and

JTSX 101457-101561, inclusive.